

OF

HARFORD COUNTY, MARYLAND

BILL No. 81-33 (AS AMENDED)

INTRODUCED BY Councilman Schafer and Council President
Hardwicke at the request of the County Executive

LEGISLATIVE DAY NO. 81-13 DATE: May 5, 1981

AN ACT authorizing and empowering Harford County, Maryland, to issue and sell its industrial development revenue bonds, to be designated "Harford County, Maryland, Industrial Development Revenue Bonds (The May Department Stores Company Project)", in a principal amount not to exceed Four Million, Five Hundred Thousand Dollars (\$4,500,000) pursuant to the provisions of Section 266(A) to 266(I), inclusive of Article 41 of the Annotated Code of Maryland (1971 Replacement Volume 1980 Cumulative Supplement), as amended, for the sole and exclusive purpose of financing the acquisition of an industrial building in Harford County, Maryland, as provided in this Ordinance; making certain legislative findings among others, concerning the public benefit and purpose of such industrial development revenue bonds; providing that such industrial development bonds (a) shall be payable solely and only from (i) revenue derived from payments by The May Department Stores Company in Harford County, Maryland, on account of such loan, and (ii) any and all monies realized from the general funds of The May Department Stores Company and (b) shall not constitute

BY THE COUNCIL May 5, 1981

INTRODUCED, READ FIRST TIME, ORDERED POSTED AND PUBLIC HEARING SCHEDULED

ON: May 26, 1981

AT: 7:45 P.M.

BY ORDER: Angela Markowski, SECRETARY

PUBLIC HEARING

HAVING BEEN POSTED AND NOTICE OF TIME AND PLACE
OF HEARING AND TITLE OF BILL HAVING BEEN PUBLISHED TO THE

CHARTER, A PUBLIC HEARING WAS HELD ON May 26, 1981

AND CONCLUDED ON May 26, 1981

Angela Markowski, SECRETARY

EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.
[PARENTHESES] INDICATE MATTER DELETED FROM
EXISTING LAW. UNDERLINING INDICATES LANGUAGE
ADDED TO BILL BY AMENDMENT. LANGUAGE LINED
THROUGH INDICATES MATTER STRICKEN OUT OF BILL
BY AMENDMENT.

BILL NO. 81-33
AS AMENDED

81-33
AS AMENDED

OF

HARFORD COUNTY, MARYLAND

BILL No. _____

INTRODUCED BY

LEGISLATIVE DAY NO. _____ DATE: _____

within the meaning of any constitutional or Charter provision or otherwise, (i) indebtedness of Harford County, Maryland, or of any other political subdivision, (ii) a charge against the general credit or taxing powers of Harford County, Maryland; or (iii) a capital project under the Charter or local laws of Harford County, Maryland, or laws of the State of Maryland; authorizing the sale of such industrial development revenue bonds; prescribing certain details pertaining to such industrial development revenue bonds, including (without limitation) (a) the amount, date and maturity of such industrial development revenue bonds, (b) the interest rate to be paid on such industrial development revenue bonds, (c) the prepayment provisions, if any, relating to such industrial development revenue bonds, (d) the form and tenor of such industrial development revenue bonds and (e) the terms, conditions and security for such industrial development revenue bonds; and providing for approval by resolution of the Harford County Council of the form and contents and authorizing the execution and delivery of the various documents necessary or appropriate to effectuate the aforementioned sale of industrial development revenue bonds, and any change in the maturity schedule of the bonds, the interest rates payable, redemption feature of the bonds and the amount of the industrial development revenue bonds

BY THE COUNCIL _____

INTRODUCED, READ FIRST TIME, ORDERED POSTED AND PUBLIC HEARING SCHEDULED

ON: _____

AT: _____

BY ORDER: _____, SECRETARY

PUBLIC HEARING

HAVING BEEN POSTED AND NOTICE OF TIME AND PLACE
OF HEARING AND TITLE OF BILL HAVING BEEN PUBLISHED TO THE
CHARTER, A PUBLIC HEARING WAS HELD ON _____
AND CONCLUDED ON _____

_____, SECRETARY

BILL NO. 81-33
AS AMENDED

OF

HARFORD COUNTY, MARYLAND

BILL NO. _____

INTRODUCED BY

LEGISLATIVE DAY NO. _____ DATE: _____

to be sold (not exceeding \$4,500,000); authorizing the execution of the statement of election required by Section 103(b)(6)(D) of the Federal Internal Revenue Code of 1954 as amended; and providing for the method(s) for determining the principal amount of the bonds not exceeding \$4,500,000, payment dates, maturity schedule, interest rates, prepayment penalties, denomination of bonds and the terms, conditions and security for the bonds including authorization, execution and delivery of documents necessary or appropriate in connection with the bonds and/or the security therefor, pursuant to resolution(s) approved by the Harford County Council and generally providing for and determining various matters in connection with the authorization, security, sale, and payment of such industrial development revenue bonds, indicating that this Ordinance has no financial impact on Harford County, and further declaring this Ordinance to be an emergency measure; and providing that this Ordinance has no fiscal impact on Harford County, Maryland.

BY THE COUNCIL _____

INTRODUCED, READ FIRST TIME, ORDERED POSTED AND PUBLIC HEARING SCHEDULED

ON: _____

AT: _____

BY ORDER: _____, SECRETARY

PUBLIC HEARING

HAVING BEEN POSTED AND NOTICE OF TIME AND PLACE OF HEARING AND TITLE OF BILL HAVING BEEN PUBLISHED TO THE CHARTER, A PUBLIC HEARING WAS HELD ON _____ AND CONCLUDED ON _____

_____, SECRETARY

BILL NO. 81-33
AS AMENDED

COUNTY COUNCIL

OF

HARFORD COUNTY, MARYLAND

BILL NO. _____

Legislative Day No. _____ Date: _____

BE IT ENACTED BY THE COUNTY COUNCIL OF HARFORD COUNTY, MARYLAND, that, Harford County, Maryland, is hereby authorized and empowered to issue and sell its industrial development revenue bonds to be designated "Harford County, Maryland, Industrial Development Revenue Bonds (The May Department Stores Company Project)", in the principal amount not exceeding Four Million, Five Hundred Thousand Dollars (\$4,500,000) pursuant to the provisions of Section 266(A) to 266(I), inclusive, of Article 41 of the Annotated Code of Maryland (1971 Replacement Volume, 1980 Cumulative Supplement), as amended, in order to loan the proceeds thereof to The May Department Stores Company ("Owner"), for the sole and exclusive purpose of financing the acquisition by the Owner of an industrial building in Harford County, Maryland, as provided in this Ordinance; making certain legislative findings, among others, concerning the public benefit and purpose of such industrial development revenue bonds; providing that such industrial development revenue bonds (a) shall be payable solely and only from (i) revenues derived from payments by the Owner to Harford County, Maryland, (ii) the general funds of the Owner and (iii) any other funds available for such purpose and (b) shall not ever constitute, within the meaning of any constitutional or charter provision or otherwise, (i) an indebtedness of Harford County, Maryland, or of any other political subdivision (ii) a charge against the general credit or taxing powers of Harford County, Maryland; authorizing the sale of such industrial development revenue

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1 bonds; prescribing certain details pertaining to such industrial
2 development revenue bonds, including (without limitation) (a)
3 that the amount, dates and maturity schedule of such industrial
4 development revenue bonds, the interest rate to be paid on such
5 industrial development revenue bonds, the prepayment penalty
6 provision, if any, relating to such industrial development
7 revenue bonds, the denomination of the bonds, the terms,
8 conditions and security for such industrial development revenue
9 bonds, including the authorization, execution and delivery of
10 the various documents necessary or appropriate to effectuate
11 the sale of the industrial development revenue bonds and the
12 execution of all documents necessary or appropriate in connection
13 with such industrial development revenue bonds shall be approved
14 by resolution of the Harford County Council, and (b) the form
15 and tenor of such industrial development revenue bonds;
16 authorizing the execution of the statement of election required
17 by Section 103(b)(6)(D) of the Federal Internal Revenue Code
18 of 1954 as amended; and generally providing for and determining
19 various matters in connection with the authorization, issuance,
20 security, sale and payment of such industrial development
21 revenue bonds; and providing for the method(s) for determining
22 the principal amount of the bonds not exceeding Four Million,
23 Five Hundred Thousand Dollars (\$4,500,000), payment dates,
24 maturity schedule, interest rates, prepayment penalties, denom-
25 ination of bonds and the terms, conditions and security for the
26 bonds including authorization, execution and delivery of
27 documents necessary or appropriate in connection with the bonds
28 and/or the security therefor, pursuant to resolution(s) approved
29 by the Harford County Council.
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AS AMENDED

RECITALS

Sections 266(A) to 266(I), inclusive, of Article 41 of the Annotated Code of Maryland (1971 Replacement Volume 1980 Cumulative Supplement) as amended, (the "Act") empowers all the Counties and Municipalities of the State of Maryland to issue revenue bonds and to loan the proceeds of sale of such revenue bonds to an industrial concern to finance the acquisition (as defined in the Act) by such industrial concern of industrial buildings (as defined in the Act). The Act declares it to be the legislative purpose to relieve conditions of unemployment in the State, to encourage the increase of industry and a balanced economy in the State, to assist in the retention of existing industry in the State through the control, reduction or abatement of pollution of the environment (where the proceeds of bonds are used for that purpose), to promote economic development, to promote natural resources and, in this manner, to promote the health, welfare and safety of the residents of each of the Counties and municipalities of the State of Maryland.

Harford County, Maryland, (the "County") has determined to issue and sell its Harford County, Maryland, Industrial Development Revenue Bonds (The May Department Stores Company Project), in an amount not exceeding \$4,500,000 (the "Bonds") and to loan ~~the~~ the proceeds of the Bonds to the Owner, an industrial concern as mentioned in the Act, on the terms and conditions set forth in agreements to be entered into by and between the County, the Owner and others (the "Agreements"), as provided by this Ordinance and in resolutions to be passed from time to time by the County Council of Harford County, Maryland, in order to finance the acquisition (within the meaning of the Act) by the Owner of a certain industrial building (within the meaning of the Act) in Harford County, Maryland (the "Industrial Building"), and thereby relieve

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1 conditions of unemployment in the State of Maryland and in
2 Harford County, Maryland, and thus encourage economic develop-
3 ment and protect the health, welfare and safety of the citizens
4 of the State of Maryland and Harford County, Maryland.

5 The Bonds will be sold at private ~~(or-public)~~ sale
6 upon terms to be approved by resolution of the Harford County
7 Council.

8 The Owner will execute and deliver or cause to be
9 executed and delivered a Loan Agreement ("Loan Agreement"),
10 ~~a deed-of-trust-{"Deed-of-Trust"}~~ AN INDUCEMENT LETTER and such
11 other Agreements as may be necessary or appropriate to accomplish
12 the foregoing and/or to provide security for the purchasers of
13 the Bonds and to indicate that the issuance and sale of the
14 Bonds and the execution and delivery of the Agreements are to be
15 without any liability of any kind on the part of the County.

16 The County received a letter of intent from the
17 Owner dated as of January 1, 1981 (the "Letter of Intent"),
18 requesting the County to participate in the financing of the
19 acquisition of the Industrial Building in an amount not to
20 exceed \$4,500,000. The Letter of Intent was approved by the
21 County Council of Harford County, Maryland, (the "County
22 Council") by Resolution Number 1-81, adopted on January 6, 1981
23 and accepted by the County Executive and the President of the
24 County Council on January 6, 1981 subject to the adoption of
25 this Ordinance.

26 NOW THEREFORE, in accordance with the terms and
27 provision of the Act and the Charter of Harford County, Maryland:

28 Section 1. BE IT ENACTED BY THE COUNTY COUNCIL OF
29 HARFORD COUNTY, MARYLAND, that acting pursuant to the Act, it
30 is hereby found and determined as follows:

31 1. The issuance and sale of the Bonds by the County
32 in order to lend the proceeds thereof to the Owner pursuant

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1 to the Act for the sole and exclusive purpose of financing the
2 acquisition of the Industrial Building (within the meaning of
3 the Act) will facilitate and expedite the acquisition of the
4 Industrial Building by the Owner. The Industrial Building will
5 consist of the equipping, rehabilitation, fixturing, remodeling
6 and improving of an existing commercial building located in
7 the Harford Mall, Bel Air, Maryland, which building has been
8 ~~subleased~~ LEASED to the Owner.

9 2. The acquisition of the Industrial Building by
10 the Owner and the financing of the Industrial Building as
11 provided in this Ordinance will promote the declared legis-
12 lative purposes of the Act by (a) sustaining jobs and employment,
13 thus relieving conditions of unemployment in the State of Mary-
14 land and in Harford County, Maryland; (b) encouraging the
15 increase of industry and a balanced economy in the State of
16 Maryland and in Harford County, Maryland; (c) assisting in the
17 retention of existing industry in the State of Maryland and in
18 Harford County, Maryland; (d) and promoting economic development;
19 and (e) promoting the health, welfare and safety of the residents
20 of Harford County, Maryland, and in the State of Maryland.

21 3. It is in the best interests of the citizens of
22 the County to finance the acquisition of the Industrial Building
23 by a loan to the Owner.

24 4. Neither the Bonds nor the interest thereon, will
25 constitute (a) a general obligation of the County or (b) a
26 charge against or pledge of the general credit or taxing powers
27 of the County within the meaning of the Constitution of Maryland
28 or any constitutional, statutory or charter provision or
29 limitation, and neither shall ever constitute or give rise to
30 any pecuniary liability on the part of the County. The
31 principal of and interest on the Bonds shall be payable from
32 and secured by (a) an assignment of ~~(i)-the-general-revenues~~

~~and-receipts-of-the-Owner, and-(ii)-the-Owner's~~ THE COUNTY'S
right, title and interest in and to, and remedies under the Loan
Agreement, and (b) such other Agreements as may be necessary or
appropriate. The principal amount of the Loan and the repayment
to be made by the Owner pursuant to the Loan Agreement authorized
will be paid directly to the trustees under ~~Deed~~ AN INDENTURE
of Trust to be held and disbursed as agent for the holders of
the Bonds. No such monies will be comingled with the County's
funds or will be subject to the absolute control of the County,
but only to such limited supervision and checks as are deemed
necessary or desirable by the County to insure that the proceeds
of the Bonds are used to accomplish the public purposes of the
Act and this Ordinance. The transactions authorized hereby do
not constitute the acquisition of property for public use or the
purchase of equipment for public use. The public purposes
expressed in the Act are to be achieved by facilitating the
acquisition of the Industrial Building by the Owner.

5. The security for the Bonds shall be solely and
exclusively the absolute, irrevocable and unconditional obliga-
tion of the Owner to make the payments required by the Loan
Agreement.

6. ~~NONE~~ BECAUSE THE OWNER HAS AGREED TO PROPERLY
OPERATE AND MAINTAIN THE INDUSTRIAL BUILDING PURSUANT TO THE
LOAN AGREEMENT, NONE of the receipts and revenues of the County
from the Bonds or the Agreements shall be set aside as a
depreciation account ~~(mentioned-in-the-Act)~~ OR FOR THE PROPER
OPERATION AND MAINTENANCE OF THE INDUSTRIAL BUILDING PURSUANT
TO SECTION 266G(a) OF THE ACT.

7. The best interests of the County will be served
by selling the Bonds at public or private sale to purchaser(s)
approved by resolution of the Harford County Council, upon the
terms and conditions approved by the County as set forth in

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1 this Ordinance and as may be approved in said resolution.

2 Section 2. BE IT FURTHER ENACTED BY THE COUNTY
3 COUNCIL OF HARFORD COUNTY, MARYLAND, that, subject to the
4 provisions of this Ordinance, the County is authorized and
5 empowered pursuant to the Act, to issue and sell its Harford
6 County, Maryland, Industrial Development Revenue Bonds (The
7 May Department Stores Company Project) in a principal amount
8 not to exceed Four Million, Five Hundred Thousand Dollars
9 (\$4,500,000), such Bonds to be solely and exclusively payable
10 from revenue derived by the County from payments ~~on-the-loan~~
11 UNDER THE LOAN AGREEMENT by the Owner, and secured as provided
12 herein. The Bonds shall be designated "Harford County, Maryland,
13 Industrial Development Revenue Bonds (The May Department Stores
14 Company Project)" shall bear interest and be payable as provided
15 in subsequent resolutions approved by the Harford County Council
16 and shall be in substantially the following form, with such
17 changes as may be approved by resolutions of the Harford County
18 Council.

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BILL NO. AS AMENDED

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UNITED STATES OF AMERICA

STATE OF MARYLAND

HARFORD COUNTY, MARYLAND

INDUSTRIAL DEVELOPMENT REVENUE BOND

THE MAY DEPARTMENT STORES COMPANY PROJECT

1981

\$4,500,000

For value received, Harford County, Maryland (the "Issuer"), a body politic and corporate and a political subdivision of the State of Maryland, hereby promises to pay to bearer, or if this bond be registered as herein provided, then to the registered owner hereof, solely from the special fund hereinafter described and from no other source, on or before the day of , 1980, ("Maturity"), as provided below, the principal sum of

Dollars (\$

)

--and to pay solely from

said special fund, interest thereon from date hereof at the rate of ----- per annum, first payable -----, 1980, and on each and thereafter until maturity, with principal being first payable 1980, and on each - and - thereafter until maturity, in an amount which when added to the interest due and payable on each such date shall equal

Dollars (\$

)

, with the unpaid

principal, if any, due and payable on maturity. Both the principal hereof and the interest hereon are payable in lawful money of the United States of America at the principal office of

This Bond is the duly authorized issue of the issuer designated as "Harford County, Maryland Industrial Development Revenue Bond (The May Department Stores Company Project)". This Bond is hereinafter referred to as the "Bond" or "Bonds".

This bond is issued pursuant to the authority of

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AS AMENDED

1 ~~SECTIONS 266(A) to 266(I), inclusive, of Article 41 of the~~
2 ~~Annotated Code of Maryland (1971 Rep. Vol. 1980 Cum. Supp.),~~
3 ~~as amended (the "Act"), and pursuant to and under the authority~~
4 ~~of Council Bill No. 81, enacted by the County Council of~~
5 ~~Harford County on, 1981, which Council Bill No.~~
6 ~~81 became effective on, 1981 (the~~
7 ~~"Ordinance") and certain resolutions approved by the County~~
8 ~~Council of Harford County ("Resolutions"). Reference is hereby~~
9 ~~made to the Ordinance and Resolutions for the provisions, among~~
10 ~~others, with respect to (A) the nature and extent of the~~
11 ~~security for this Bond, (B) the rights, duties and obligations~~
12 ~~of the County (C) the terms upon which this Bond is issued and~~
13 ~~secured and (D) the modification or amendment of any of the~~
14 ~~foregoing or of agreements executed and delivered in connection~~
15 ~~with The May Department Stores Company Project; and by the~~
16 ~~acceptance of this Bond, the holder hereof assents to all of~~
17 ~~the provisions of the Ordinance and Resolutions and agrees~~
18 ~~to be bound thereby.~~

19 This Bond is issued for the purpose of financing, in--
20 whole or in part, the cost of the acquisition (as defined in--
21 the Act) by The May Department Stores Company of an Industrial--
22 Building (as defined in the Act) in Harford County, Maryland--
23 (the "Industrial Building"), and paying expenses incidental--
24 thereto so as to help relieve conditions of unemployment in--
25 the State of Maryland and in Harford County, and to help en--
26 courage the increase of industry and achieve a balanced economy--
27 in the State of Maryland and in Harford County, to assist in--
28 the retention of industry existing in the State of Maryland,--
29 to promote economic development, and in this manner to promote--
30 the health, welfare and of Harford County.

31 -----This Bond and the redemption premium (if any) and--
32 interest hereon shall not be deemed to constitute a debt or

1 a general obligation or a pledge of the faith and credit of
2 the State of Maryland or of Harford County, Maryland, and does
3 not directly, indirectly or contingently obligate said State
4 or County to levy or to pledge any form of taxation whatever
5 for the payment of such principal, redemption premium (if any)
6 and interest. This Bond is payable solely from revenues
7 derived from payments by The May Department Stores Company
8 (the "Owner") to the County under a loan agreement of even
9 date herewith between the County and the Owner ("Loan Agree-
10 ment"). Neither this Bond nor the interest payable hereon
11 shall ever constitute an indebtedness or a charge against the
12 general credit or taxing powers of the County within the
13 meaning of any constitutional provision or statutory or
14 charter limitation and neither shall ever constitute or give
15 rise to any pecuniary liability of the County. No recourse
16 shall be had for the payment of the principal of, or the
17 redemption premium (if any) and the interest on, this Bond
18 against any officer or member of the Issuer.

19 Pursuant to the Loan Agreement and a Deed of Trust,
20 payments sufficient for the prompt payment when due of the
21 principal of and interest on this Bond are to be paid by the
22 Owner directly to the trustees under the Deed of Trust
23 (the "Trustees") to be held by the Trustees, in a separate and
24 special fund created by the Ordinance, to be used by the
25 Trustees for the payment of the principal of and interest on
26 this Bond.

27 The County may under certain circumstances prescribed
28 in Section 6 of the Ordinance be required to pay (but only
29 out of amounts made available to the County by the Owner or
30 others for such purposes) all or part of the principal of this
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1 Bond plus accrued and unpaid interest before maturity upon
2 the terms provided in such Section 6 of the Ordinance. In the
3 event of partial prepayment, the holder hereof shall surrender
4 this Bond to the Bond Registrar (hereinafter referred to), for
5 notation hereon that this Bond, to the extent of the amount
6 prepaid, has been partially prepaid. In the event of a partial
7 prepayment of this Bond, the sums applied to the prepayment
8 shall be applied to the prepayment of the principal hereof
9 in the inverse order of the monthly installment payment dates.
10 Reference is hereby made to Section 6 of the Ordinance for
11 the provisions relating to the prepayment of this Bond, and,
12 by the acceptance of this Bond, the holder hereof assents to
13 such prepayment provisions and agrees to be bound thereby.

14 Notice of any such prepayment shall be given at least
15 two (2) banking days prior to the prepayment date by mailing
16 and by telegraphing to the registered owner of this Bond a
17 notice fixing such prepayment date, the amount of principal
18 to be prepaid and the interest to be paid through the prepay-
19 ment date. The notice required herein to be given may be
20 waived by the registered owner of this Bond.

21 All payments hereunder shall be made in immediately
22 available funds at the office of

23 . If any principal or interest payable hereon
24 falls due on any day other than a banking day then such payment
25 date shall be extended to the next succeeding full banking day.

26 In the event any installments of the principal and
27 interest, or payment of interest, as hereinabove provided,
28 is not paid when due and payable, such installment of principal
29 and interest, or payment of interest, shall bear interest at
30 the rate of --- per annum
31 until paid.

32 This Bond shall be registered as to both principal and

1 interest. The shall serve as Bond Registrar,
2 and shall keep at its principal office in
3 for as long as this Bond remains outstanding, books for the
4 registration and transfer hereof. When used herein, the term
5 "holder of this Bond" shall mean the registered owner from
6 time to time of this Bond. The initial holder of this Bond
7 shall be

8 This Bond shall be transferable only upon the books
9 maintained by the Bond Registrar by the registered owner hereof
10 in person or by his attorney duly authorized in writing, upon
11 surrender hereof together with a written instrument of transfer
12 satisfactory to the Bond Registrar duly executed by the regis-
13 tered owner or his duly authorized attorney. This Bond is a
14 "security" within the meaning of Article 8 of the Maryland
15 Uniform Commercial Code, and, notwithstanding the provisions
16 herein contained for registration, is, and shall remain,
17 negotiable. The laws of the State of Maryland shall govern
18 the construction of this Bond.

19 The County, any trustees under any trust agreement
20 for the holder of this Bond, and the Bond Registrar may deem
21 and treat the person in whose name this Bond shall be registered
22 as the absolute owner hereof, whether this Bond shall be overdue
23 or not, for the purpose of receiving payment of, or on account
24 of, the principal of and interest hereon and for all purposes,
25 and all such payments so made to such registered owner or upon
26 his order shall be valid and effectual to satisfy and discharge
27 the liability upon this Bond to the extent of the sum or sums
28 so paid, and neither the County nor the Bond Registrar shall
29 be affected by any notice to the contrary.

30 Within sixty (60) days after receipt of a written
31 request from the holder hereof (or within such longer period
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1 as may be reasonably required for the authorization, issuance
2 and preparation of bonds) the County will take action necessary
3 to cause serial bonds to be duly authorized and issued, to the
4 extent permitted by applicable laws, in order that this Bond
5 may be exchanged for a series of serial bonds. Any serial bonds
6 so authorized and issued shall be substantially in the same
7 form as this Bond, with only such changes in amounts, dates and
8 other details as may be necessary. All such serial bonds shall
9 (a) bear interest at the same rate, and (b) be ratably and
10 equally secured by, and entitled to the benefits of, the
11 Ordinance and the security for the repayment of the Bond
12 provided for therein. Any expenses incurred by the County in
13 authorizing and issuing any such serial bonds shall be paid
14 by the Owner.

15 IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all
16 conditions, acts and things required by the Constitution and
17 laws of the State of Maryland and the Charter of Harford
18 County, Maryland, to exist, to have happened and to have been
19 performed precedent to and in the execution and delivery of
20 this Bond exist, have happened, and have been performed, and
21 that the issuance of this Bond, together with all obligations
22 of the County, does not exceed or violate any constitutional or
23 statutory debt limitations.

24 IN WITNESS WHEREOF, HARFORD COUNTY, MARYLAND, has
25 caused this Bond to be signed by the manual signature of its
26 County Executive, and has also caused its corporate seal to be
27 hereunto affixed and attested by the manual signatures of its
28 Director of Administration, all as of the ----- day of
29 -----, 1981.

1 ATTEST:

-HARFORD-COUNTY, MARYLAND-

2
3 -By
4 Director-of-Administration-----County-Executive

5 {SEAL}-
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1 UNITED STATES OF AMERICA

2 HARFORD COUNTY, MARYLAND

3 INDUSTRIAL DEVELOPMENT REVENUE BOND

4 THE MAY DEPARTMENT STORES COMPANY PROJECT

5 No.

\$5,000.00

6 KNOW ALL MEN BY THESE PRESENTS THAT HARFORD COUNTY,
 7 MARYLAND ("ISSUER"), A BODY POLITIC AND CORPORATE AND A POLITICAL
 8 SUBDIVISION OF THE STATE, FOR VALUE RECEIVED, PROMISES TO PAY
 9 FROM THE SOURCE AND AS HEREINAFTER PROVIDED, TO BEARER OR, IF
 10 THIS BOND BE REGISTERED, TO THE ORDER OF THE PERSON IN WHOSE
 11 NAME THIS BOND IS REGISTERED, ON JUNE 1, _____, UPON SURRENDER
 12 HEREOF, THE PRINCIPAL SUM OF FIVE THOUSAND DOLLARS, AND IN LIKE
 13 MANNER TO PAY INTEREST ON SAID SUM FROM THE DATE HEREOF AT THE
 14 RATE OF _____ PERCENT PER ANNUM SEMIANNUALLY ON JUNE 1 AND
 15 DECEMBER 1 OF EACH YEAR, COMMENCING DECEMBER 1, 1981, UNTIL SAID
 16 PRINCIPAL SUM IS PAID, EXCEPT AS THE PROVISIONS HEREINAFTER
 17 SET FORTH WITH RESPECT TO REDEMPTION OF THIS BOND PRIOR TO
 18 MATURITY MAY BECOME APPLICABLE HERETO. BOTH PRINCIPAL OF AND
 19 INTEREST ON THIS BOND ARE PAYABLE IN LAWFUL MONEY OF THE UNITED
 20 STATES OF AMERICA AT THE PRINCIPAL CORPORATE TRUST OFFICE OF
 21 (TRUSTEE), IN THE CITY OF (ADDRESS), AS TRUSTEE OR ITS SUCCESSOR
 22 IN TRUST ("TRUSTEE") OR THE DULY DESIGNATED OFFICE OF ANY
 23 SUCCESSOR TRUSTEE OR ANY PAYING AGENTS APPOINTED UNDER THE
 24 INDENTURE (AS DEFINED HEREINAFTER).

25 THIS BOND IS ONE OF AN AUTHORIZED ISSUE OF BONDS LIMITED
 26 IN AGGREGATE PRINCIPAL AMOUNT TO \$ _____ (THE "BONDS")
 27 ISSUED FOR THE PURPOSE OF PROVIDING FUNDS TO FINANCE THE
 28 EQUIPPING, REHABILITATION, FIXTURING, REMODELING AND IMPROVING
 29 OF AN EXISTING COMMERCIAL BUILDING IN BEL AIR, MARYLAND
 30 ("PROJECT") TO BE LEASED BY THE MAY DEPARTMENT STORES COMPANY,
 31 A NEW YORK CORPORATION (THE "COMPANY"), AND PAYING NECESSARY
 32 EXPENSES INCIDENTAL THERETO. THE PROCEEDS FROM THE SALE OF THE

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BONDS ARE TO BE LOANED BY ISSUER TO THE COMPANY UNDER THE TERMS
OF A LOAN AGREEMENT, DATED AS OF JUNE 1, 1981 (WHICH AGREEMENT,
AS FROM TIME TO TIME AMENDED AND SUPPLEMENTED, IS HEREINAFTER
REFERRED TO AS THE "AGREEMENT"), UNDER WHICH COMPANY IS
OBLIGATED TO PAY AMOUNTS WHICH ARE SUFFICIENT TO PAY (1) THE
PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS AS THE
SAME SHALL BECOME DUE IN ACCORDANCE WITH THEIR TERMS AND
PROVISIONS AND THE TERMS AND PROVISIONS OF THE INDENTURE (AS
HEREINAFTER DEFINED), (2) THE FEES AND EXPENSES OF TRUSTEE AND
ANY PAYING AGENTS PROPERLY PAYABLE UNDER THE INDENTURE (AS
DEFINED HEREINAFTER) AND CERTAIN EXPENSES OF ISSUER RELATED TO
THE PROJECT AND (3) CERTAIN OTHER AMOUNTS UNDER THE AGREEMENT.

THE BONDS ARE ALL ISSUED UNDER AND ARE EQUALLY AND
RATABLY SECURED BY AND ENTITLED TO THE PROTECTION OF AN INDENTURE
OF TRUST, DATED AS OF JUNE 1, 1981, BY AND BETWEEN ISSUER AND
TRUSTEE (WHICH INDENTURE OF TRUST, AS FROM TIME TO TIME AMENDED
AND SUPPLEMENTED, IS HEREINAFTER REFERRED TO AS THE "INDENTURE"),
DULY EXECUTED AND DELIVERED BY ISSUER TO TRUSTEE AND PURSUANT
TO WHICH ALL PAYMENTS DUE FROM COMPANY TO ISSUER UNDER THE
AGREEMENT (OTHER THAN PAYMENTS OF CERTAIN EXPENSES OF ISSUER
RELATED TO THE PROJECT) ARE ASSIGNED TO TRUSTEE TO SECURE THE
PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON
THE BONDS. REFERENCE IS HEREBY MADE TO THE INDENTURE FOR A
DESCRIPTION OF THE RIGHTS, DUTIES AND OBLIGATIONS OF ISSUER,
TRUSTEE AND THE HOLDERS OF THE BONDS AND THE TERMS UPON WHICH
THE BONDS ARE ISSUED AND SECURED.

THIS BOND AND APPURTENANT COUPONS ARE FULLY NEGOTIABLE,
BUT THIS BOND MAY BE REGISTERED AS TO PAYMENT OF PRINCIPAL ON
THE REGISTRATION BOOKS OF ISSUER MAINTAINED BY THE TRUSTEE AT
ITS PRINCIPAL CORPORATE TRUST OFFICE IN ACCORDANCE WITH THE
PROVISIONS ENDORSED ON THE REVERSE SIDE HEREOF AND AS SET FORTH
IN THE INDENTURE. IF REGISTERED, THIS BOND IS TRANSFERABLE

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1 AS TO PRINCIPAL IN THE NAME OF THE PERSON IN WHOSE NAME THIS
2 BOND IS REGISTERED ON THE BOND REGISTER OF ISSUER MAINTAINED
3 BY TRUSTEE AND AS SET FORTH IN THE INDENTURE. THE PRINCIPAL
4 OF THIS BOND, IF REGISTERED, UNLESS REGISTERED TO BEARER, SHALL
5 BE PAYABLE ONLY TO THE PERSON IN WHOSE NAME THIS BOND IS
6 REGISTERED OR HIS LEGAL REPRESENTATIVE. INTEREST ACCRUING ON
7 THIS BOND WILL BE PAID ONLY ON PRESENTATION AND SURRENDER OF
8 THE ATTACHED INTEREST COUPONS AS THEY RESPECTIVELY BECOME DUE,
9 AND REGISTRATION OF THIS BOND AS TO PRINCIPAL AS AFORESAID
10 WILL NOT AFFECT THE TRANSFERABILITY BY DELIVERY OF SUCH COUPONS.

11 THE BONDS ARE ISSUABLE AS COUPON BONDS, REGISTRABLE AS TO
12 PRINCIPAL ONLY, IN THE DENOMINATION OF \$5,000, AND AS FULLY
13 REGISTERED BONDS WITHOUT COUPONS IN DENOMINATIONS OF \$5,000 AND
14 ANY INTEGRAL MULTIPLE THEREOF. SUBJECT TO THE LIMITATIONS AND
15 UPON PAYMENT OF THE CHARGES PROVIDED IN THE INDENTURE, REGISTERED
16 BONDS WITHOUT COUPONS MAY BE EXCHANGED FOR LIKE AGGREGATE
17 PRINCIPAL AMOUNT OF COUPON BONDS OF THE SAME SERIES AND THE
18 SAME MATURITY, BEARING ALL UNMATURED COUPONS (AND ANY MATURED
19 COUPONS IN DEFAULT) OR FOR LIKE AGGREGATE PRINCIPAL AMOUNT OF
20 REGISTERED BONDS WITHOUT COUPONS OF OTHER AUTHORIZED DENOMINA-
21 TIONS OF THE SAME SERIES AND THE SAME MATURITY, AND COUPON
22 BONDS BEARING ALL UNMATURED COUPONS (AND ANY MATURED COUPONS
23 IN DEFAULT) MAY BE EXCHANGED FOR LIKE AGGREGATE PRINCIPAL AMOUNT
24 OF REGISTERED BONDS WITHOUT COUPONS OF AUTHORIZED DENOMINATIONS
25 OF THE SAME SERIES AND THE SAME MATURITY.

26 AT THE OPTION OF THE ISSUER, WHICH OPTION SHALL BE
27 EXERCISED UPON THE GIVING OF NOTICE BY THE COMPANY OF ITS
28 INTENTION TO PREPAY AMOUNTS UNDER THE AGREEMENT PURSUANT TO
29 SECTION 9.1 THEREOF, THE BONDS ARE SUBJECT TO OPTIONAL REDEMPTION
30 BY ISSUER ON ANY INTEREST PAYMENT DATE AS A WHOLE OR IN PART
31 LESS THAN ALL OF SUCH BONDS TO BE SELECTED BY LOT IN SUCH MANNER
32 AS TRUSTEE MAY DETERMINE AT REDEMPTION PRICES (EXPRESSED AS

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PERCENTAGES OF PRINCIPAL AMOUNT) AS SET FORTH BELOW, PLUS
 ACCRUED INTEREST TO THE REDEMPTION DATE, TOGETHER WITH
 REASONABLE COSTS AND EXPENSES OF THE ISSUER AND THE TRUSTEE:

<u>REDEMPTION DATES</u>	<u>REDEMPTION PRICES</u>
JUNE 1, 1991 AND DECEMBER 1, 1991	103 %
JUNE 1, 1992 AND DECEMBER 1, 1992	102-1/2
JUNE 1, 1993 AND DECEMBER 1, 1993	102
JUNE 1, 1994 AND DECEMBER 1, 1994	101-1/2
JUNE 1, 1995 AND DECEMBER 1, 1995	101
JUNE 1, 1996 AND DECEMBER 1, 1996	100-1/2
JUNE 1, 1997 AND THEREAFTER	100

AT THE OPTION OF THE ISSUER, WHICH OPTION SHALL BE
 EXERCISED UPON THE GIVING OF NOTICE BY THE COMPANY OF ITS
 INTENTION TO PREPAY AMOUNTS UNDER THE AGREEMENT PURSUANT TO
 SECTION 9.2 THEREOF, THE BONDS ARE SUBJECT TO REDEMPTION BY
 ISSUER, AS A WHOLE OR IN PART ON ANY INTEREST PAYMENT DATE
 BY LOT IN SUCH MANNER AS TRUSTEE MAY DETERMINE, AT A REDEMPTION
 PRICE OF 100% OF THE PRINCIPAL AMOUNT THEREOF, PLUS ACCRUED
 INTEREST TO THE REDEMPTION DATE, TOGETHER WITH REASONABLE FEES
 AND EXPENSES OF THE ISSUER AND TRUSTEE.

AT THE OPTION OF THE ISSUER, WHICH OPTION SHALL BE
 EXERCISED UPON THE GIVING OF NOTICE BY THE COMPANY OF ITS
 INTENTION TO PREPAY AMOUNTS UNDER THE AGREEMENT PURSUANT TO
 SECTION 9.3 THEREOF, NO BONDS (EXCEPT THOSE FOR WHICH NOTICE
 OF REDEMPTION SHALL HAVE BEEN GIVEN PREVIOUSLY) SHALL BE
 SUBJECT TO REDEMPTION AS AFORESAID, BUT THE BONDS SHALL BE
 SUBJECT TO REDEMPTION AS A WHOLE ON THE EARLIEST PRACTICABLE
 DATE AS MAY BE SELECTED BY THE TRUSTEE AFTER CONSULTATION WITH
 THE COMPANY, WITHIN 180 DAYS OF THE COMPANY'S RECEIPT OF NOTICE
 OF THE OCCURRENCE OF A DETERMINATION OF TAXABILITY, AS DEFINED
 IN THE AGREEMENT, AT A REDEMPTION PRICE OF 108% OF THE PRINCIPAL

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1 AMOUNT THEREOF, PLUS ACCRUED INTEREST TO THE REDEMPTION DATE,
2 TOGETHER WITH REASONABLE FEES AND EXPENSES OF THE ISSUER AND
3 THE TRUSTEE AND AN ADDITIONAL PREMIUM EQUAL TO 2% OF SUCH
4 PRINCIPAL AMOUNT FOR EACH SIX MONTH PERIOD OR PART THEREOF
5 ELAPSED BETWEEN THE OCCURRENCE OF THE TAX INCIDENCE DATE, AS
6 DEFINED IN THE AGREEMENT, AND THE DATE OF REDEMPTION, COMMENCING
7 WITH THE SECOND SUCH SIX MONTH PERIOD. SUCH REDEMPTION PRICE
8 SHALL BE PAID TO THE HOLDER OR OWNERS OF BONDS AT THE TIME OF
9 SUCH REDEMPTION WITHOUT REGARD TO THE DATE OF SUCH HOLDERS'
10 OR OWNERS' ACQUISITION OF THE BONDS AND SHALL BE DEEMED FULLY
11 PAID AND DISCHARGED, AND NO PRIOR HOLDER OR OWNERS OF BONDS
12 SHALL HAVE ANY RIGHTS AGAINST THE ISSUER, THE COMPANY OR THE
13 TRUSTEE BY REASON OF SUCH SPECIAL MANDATORY REDEMPTION.

14 THE BONDS ARE SUBJECT TO REDEMPTION BY ISSUER IN PART
15 ON ANY INTEREST PAYMENT DATE, BY LOT IN SUCH MANNER AS THE
16 TRUSTEE MAY DETERMINE FOLLOWING THE FILING OF A CERTIFICATE OF
17 COMPLETION PURSUANT TO SECTION 3.6 OF THE AGREEMENT OR FAILURE
18 TO FILE SUCH CERTIFICATE WITHIN THREE YEARS OF THE DATE OF
19 THE ISSUANCE OF THE BONDS PURSUANT TO SECTION 3.4 OF THE AGREE-
20 MENT, FROM AMOUNTS TRANSFERRED BY THE TRUSTEE TO THE BOND FUND
21 PURSUANT TO SECTION 5.08 OF THE INDENTURE.

22 THE BONDS ARE SUBJECT TO REDEMPTION BY ISSUER AS A WHOLE
23 ON ANY INTEREST PAYMENT DATE, BY LOT IN SUCH MANNER AS THE
24 TRUSTEE MAY DETERMINE, IN THE EVENT THAT THE COMPANY DEFAULTS
25 IN ITS OBLIGATIONS TO OPERATE AND MAINTAIN THE PROJECT TO THE
26 EXTENT REQUIRED BY THE ACT (HEREINAFTER DEFINED) PURSUANT TO
27 SECTION 4.4 OF THE AGREEMENT.

28 IN THE EVENT ANY OF THE BONDS OR PORTIONS THEREOF (WHICH
29 SHALL BE \$5,000 OR ANY INTEGRAL MULTIPLE THEREOF) ARE CALLED
30 FOR REDEMPTION AS AFORESAID, NOTICE THEREOF IDENTIFYING THE BONDS
31 OR PORTIONS THEREOF TO BE REDEEMED WILL BE GIVEN BY TRUSTEE BY
32 PUBLICATION AT LEAST TWICE IN A NEWSPAPER OR FINANCIAL JOURNAL

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1 OF GENERAL CIRCULATION IN THE CITY OF NEW YORK, NEW YORK, THE
2 FIRST OF WHICH NOTICES IN SUCH NEWSPAPER OR FINANCIAL JOURNAL
3 SHALL BE PUBLISHED NOT LESS THAN THIRTY DAYS PRIOR TO THE
4 REDEMPTION DATE, AND IN THE CASE OF THE REDEMPTION OF BONDS AT
5 THE TIME REGISTERED AS TO PRINCIPAL (EXCEPT TO BEARER) OR FULLY
6 REGISTERED, UPON MAILING A COPY OF THE REDEMPTION NOTICE BY
7 REGISTERED OR CERTIFIED MAIL AT LEAST THIRTY DAYS PRIOR TO THE
8 DATE FIXED FOR REDEMPTION TO THE PERSON IN WHOSE NAME THIS BOND
9 IS REGISTERED AT THE ADDRESS SHOWN ON THE REGISTRATION BOOKS:
10 PROVIDED, HOWEVER, THAT THE GIVING OF SUCH NOTICE BY MAILING,
11 SHALL NOT BE A CONDITION PRECEDENT TO, AND THE FAILURE TO GIVE
12 SUCH NOTICE OR ANY DEFECT THEREIN SHALL NOT AFFECT THE VALIDITY
13 OF, ANY PROCEEDING FOR THE REDEMPTION OF ANY BOND WITH RESPECT
14 TO WHICH NO SUCH FAILURE HAS OCCURRED. ALL BONDS SO CALLED FOR
15 REDEMPTION WILL CEASE TO BEAR INTEREST AFTER THE SPECIFIED
16 REDEMPTION DATE PROVIDED FUNDS FOR THEIR REDEMPTION ARE ON
17 DEPOSIT AT THE PLACE OF PAYMENT AT THAT TIME. IF BECAUSE OF
18 THE TEMPORARY OR PERMANENT SUSPENSION OF THE PUBLICATION OR
19 GENERAL CIRCULATION OF ANY NEWSPAPER OR FINANCIAL JOURNAL OR
20 FOR ANY OTHER REASON IT IS IMPOSSIBLE OR IMPRACTICABLE TO
21 PUBLISH SUCH NOTICE OF CALL FOR REDEMPTION IN THE MANNER HEREIN
22 PROVIDED, THEN SUCH PUBLICATION IN LIEU THEREOF AS SHALL BE
23 DETERMINED BY TRUSTEE SHALL CONSTITUTE A SUFFICIENT PUBLICATION
24 OR NOTICE.

25 THE BONDS ARE ISSUED PURSUANT TO AND IN FULL COMPLIANCE
26 WITH THE CONSTITUTION AND LAWS OF THE STATE OF MARYLAND,
27 PARTICULARLY THE INDUSTRIAL BUILDINGS FOR COUNTIES AND MUNICI-
28 PALITIES ACT, CONSTITUTING ARTICLE 41, SECTION 266A, ET SEQ.,
29 OF THE ANNOTATED CODE OF MARYLAND OF 1957 (1978 REPL. VOL. AND
30 1980 CUM. SUPP.), AS AMENDED (THE "ACT"), AND PURSUANT TO AN
31 ORDINANCE ADOPTED BY THE HARFORD COUNTY COUNCIL OF ISSUER WHICH
32 AUTHORIZES THE EXECUTION AND DELIVERY OF THE AGREEMENT AND THE

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1 INDENTURE. PAYMENTS SUFFICIENT FOR THE PROMPT PAYMENT, WHEN
2 DUE, OF THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE
3 BONDS ARE TO BE PAID BY COMPANY TO TRUSTEE FOR THE ACCOUNT OF
4 ISSUER AND DEPOSITED IN A SPECIAL ACCOUNT CREATED BY ISSUER
5 AND DESIGNATED "HARFORD COUNTY, MARYLAND BOND FUND, THE MAY
6 DEPARTMENT STORES COMPANY PROJECT," AND SUCH PAYMENTS HAVE BEEN
7 DULY PLEDGED AND ASSIGNED FOR THAT PURPOSE, AND IN ADDITION,
8 THE RIGHTS OF ISSUER (OTHER THAN CERTAIN INDEMNIFICATION RIGHTS
9 AND THE PAYMENT OF CERTAIN EXPENSES OF ISSUER RELATED TO THE
10 PROJECT) UNDER THE AGREEMENT HAVE BEEN ASSIGNED TO TRUSTEE TO
11 SECURE PAYMENT OF SUCH PRINCIPAL, PREMIUM, IF ANY, AND INTEREST
12 ON THE BONDS UNDER THE INDENTURE.

13 THE BONDS SHALL BE LIMITED OBLIGATIONS OF THE ISSUER,
14 THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON WHICH SHALL
15 BE PAYABLE SOLELY FROM THE REVENUE DERIVED FROM THE AGREEMENT.
16 NEITHER THE BONDS NOR THE INTEREST COUPONS ISSUED UNDER THE
17 AUTHORITY OF THE ACT SHALL EVER CONSTITUTE AN INDEBTEDNESS OR
18 A CHARGE AGAINST THE GENERAL CREDIT OR TAXING POWERS OF THE
19 ISSUER WITHIN THE MEANING OF ANY CONSTITUTIONAL OR CHARTER
20 PROVISION OR STATUTORY LIMITATION AND NEITHER SHALL EVER
21 CONSTITUTE OR GIVE RISE TO ANY PECUNIARY LIABILITY OF THE ISSUER.

22 THE HOLDER OF THIS BOND SHALL HAVE NO RIGHT TO ENFORCE
23 THE PROVISIONS OF THE INDENTURE OR TO INSTITUTE ACTION TO ENFORCE
24 THE COVENANTS THEREIN, OR TO TAKE ANY ACTION WITH RESPECT TO
25 ANY EVENT OF DEFAULT UNDER THE INDENTURE, OR TO INSTITUTE,
26 APPEAR IN OR DEFEND ANY SUIT OR OTHER PROCEEDINGS WITH RESPECT
27 THERETO, UNLESS AN EVENT OF DEFAULT AS DEFINED IN THE INDENTURE
28 SHALL HAVE OCCURRED. IN CERTAIN EVENTS, ON THE CONDITIONS, IN
29 THE MANNER AND WITH THE EFFECT SET FORTH IN THE INDENTURE, THE
30 PRINCIPAL OF ALL THE BONDS ISSUED UNDER THE INDENTURE AND THEN
31 OUTSTANDING MAY BECOME OR MAY BE DECLARED DUE AND PAYABLE BEFORE
32 THE STATED MATURITY THEREOF, TOGETHER WITH INTEREST ACCRUED

AS AMENDED

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1 THEREON.

2 THE INDENTURE PERMITS, WITH CERTAIN EXCEPTIONS AS THEREIN
3 PROVIDED, THE AMENDMENT THEREOF AND THE MODIFICATION OF THE
4 RIGHTS AND OBLIGATIONS OF ISSUER AND THE RIGHTS OF THE HOLDERS
5 OR OWNERS OF THE BONDS AT ANY TIME BY ISSUER WITH THE CONSENT
6 OF THE HOLDERS OR OWNERS OF 2/3 IN AGGREGATE PRINCIPAL AMOUNT
7 OF THE BONDS AT THE TIME OUTSTANDING, AS DEFINED IN THE INDENTURE.
8 ANY SUCH CONSENT OR WAIVER BY THE HOLDERS OR OWNERS OF 2/3 OF
9 THE BONDS SHALL BE CONCLUSIVE AND BINDING UPON THE HOLDERS AND
10 OWNERS OF ALL BONDS OUTSTANDING AND UPON ALL FUTURE HOLDERS
11 OR OWNERS OF THE BONDS AND OF ANY BOND ISSUED IN REPLACEMENT
12 THEREOF WHETHER OR NOT NOTATION OF SUCH CONSENT OR WAIVER IS
13 MADE UPON THE BONDS. THE INDENTURE ALSO CONTAINS PROVISIONS
14 PERMITTING TRUSTEE TO WAIVE CERTAIN EXISTING DEFAULTS UNDER THE
15 INDENTURE AND THEIR CONSEQUENCES.

16 IT IS HEREBY CERTIFIED, RECITED AND DECLARED THAT ALL
17 ACTS, CONDITIONS AND THINGS REQUIRED TO EXIST, HAPPEN AND BE
18 PERFORMED PRECEDENT TO AND IN THE EXECUTION AND DELIVERY OF THE
19 INDENTURE AND THE ISSUANCE OF THIS BOND DO EXIST, HAVE HAPPENED
20 AND HAVE BEEN PERFORMED IN DUE TIME, FORM AND MANNER AS REQUIRED
21 BY LAW: THAT THE ISSUANCE OF THIS BOND AND THE ISSUE OF WHICH
22 IT FORMS A PART, TOGETHER WITH ALL OTHER OBLIGATIONS OF ISSUER,
23 DOES NOT EXCEED OR VIOLATE ANY CONSTITUTIONAL OR STATUTORY
24 LIMITATIONS: AND THAT THE AMOUNTS PAYABLE UNDER THE AGREEMENT
25 AND PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY
26 AND INTEREST ON THIS BOND AND THE ISSUE OF WHICH IT FORMS A PART,
27 AS THE SAME BECOME DUE, WILL BE SUFFICIENT IN AMOUNT FOR THAT
28 PURPOSE.

29 THIS BOND AND THE COUPONS APPERTAINING HERETO SHALL NOT
30 BE VALID OR BECOME OBLIGATORY FOR ANY PURPOSE OR BE ENTITLED
31 TO ANY SECURITY OR BENEFIT UNDER THE INDENTURE UNTIL THE
32 CERTIFICATE OF AUTHENTICATION HEREON SHALL HAVE BEEN EXECUTED

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AS AMENDED

BY TRUSTEE.

IN WITNESS WHEREOF, HARFORD COUNTY, MARYLAND HAS CAUSED
THIS BOND TO BE EXECUTED IN ITS NAME BY THE FACSIMILE SIGNATURE
OF THE COUNTY EXECUTIVE OF HARFORD COUNTY AND ITS CORPORATE SEAL
TO BE HEREUNTO IMPRESSED OR IMPRINTED HEREON AND ATTESTED BY THE
MANUAL SIGNATURE OF ITS DIRECTOR OF ADMINISTRATION, AND HAS
CAUSED THE INTEREST COUPONS ATTACHED HERETO TO BE EXECUTED BY
THE FACSIMILE SIGNATURES OF SAID COUNTY EXECUTIVE OF HARFORD
COUNTY AND DIRECTOR OF ADMINISTRATION AS OF JUNE 1, 1981.

HARFORD COUNTY, MARYLAND

ATTEST:

BY (FACSIMILE)
J. THOMAS BARRANGER
COUNTY EXECUTIVE

BY (MANUAL)
CHARLES SHADLE
DIRECTOR OF ADMINISTRATION

(SEAL)

(FORM OF TRUSTEE'S CERTIFICATE OF AUTHENTICATION)

TRUSTEE'S CERTIFICATE OF AUTHENTICATION

THIS BOND IS ONE OF THE BONDS OF THE ISSUE DESCRIBED IN
THE WITHIN-MENTIONED INDENTURE OF TRUST.

(TRUSTEE)

BY
AUTHORIZED OFFICER

(FORM OF INTEREST COUPON)

NO.

\$

ON THE FIRST DAY OF , HARFORD COUNTY,
MARYLAND (UNLESS THE BOND TO WHICH THIS COUPON APPERTAINS SHALL
HAVE BEEN DULY CALLED FOR PREVIOUS REDEMPTION) WILL PAY FROM THE
SOURCE AND AS DESIGNATED IN THE BOND IN LAWFUL MONEY OF THE
UNITED STATES OF AMERICA TO BEARER, SUBJECT TO THE PROVISIONS
OF THE WITHIN-MENTIONED INDENTURE OF TRUST AND UPON PRESENTATION
AND SURRENDER OF THIS COUPON AT THE PRINCIPAL CORPORATE TRUST
OFFICE OF (TRUSTEE), (ADDRESS), AS TRUSTEE, OR ITS SUCCESSOR
IN TRUST, OR ANY PAYING AGENTS, THE AMOUNT SHOWN HEREON, AS
PROVIDED IN AND BEING SEMIANNUAL INTEREST THEN DUE ON ITS
INDUSTRIAL DEVELOPMENT REVENUE BOND (THE MAY DEPARTMENT STORES
COMPANY PROJECT) DATED JUNE 1, 1981, NUMBERED .

ATTEST:

HARFORD COUNTY, MARYLAND

BY (FACSIMILE)
DIRECTOR OF ADMINISTRATIONBY (FACSIMILE)
COUNTY EXECUTIVE

PROVISION FOR REGISTRATION

THE WITHIN BOND MAY BE REGISTERED IN THE NAME OF THE
HOLDER ON BOOKS KEPT BY TRUSTEE, SUCH REGISTRATION BEING NOTED
HEREON BY TRUSTEE IN THE REGISTRATION BLANK BELOW, AND NO
TRANSFER SHALL BE VALID UNLESS MADE ON SAID BOOKS AT THE REQUEST
OF THE PERSON IN WHOSE NAME THIS BOND IS REGISTERED OR ATTORNEY
DULY AUTHORIZED, AND SUCH TRANSFER IS SIMILARLY NOTED IN THE
REGISTRATION BLANK BELOW.

BILL NO. **81-33**
AS AMENDED

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1 NAME OF
2 OWNER

DATE OF
REGISTRATION

AUTHORIZED
SIGNATURE

3 _____
4 _____
5 _____
6 _____
7 _____

8 _____
9 _____
10 _____
11 _____
12 _____
13 _____
14 _____
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32 _____

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BILL NO. AS AMENDED

1 Section 4. BE IT FURTHER ENACTED BY THE COUNTY
2 COUNCIL OF HARFORD COUNTY, MARYLAND, that in consideration of
3 the purchase and acceptance of the Bonds by those who shall
4 hold the same from time to time, (i) this Ordinance shall be
5 deemed to be and shall constitute a contract between the County
6 and the holder from time to time of the Bonds; and (ii) the
7 assignments described herein and the covenants to be performed
8 by or on behalf of the County shall be for the benefit,
9 protection and security of the holder of the Bonds.

10 Section 5. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL
11 OF HARFORD COUNTY, MARYLAND, that simultaneously with the
12 issuance and sale of the Bonds, the County, will, pursuant to
13 the terms of the Agreements and the Act, cause the proceeds
14 of sale thereof to be applied to the acquisition of the
15 Industrial Building in accordance with the provisions of the
16 Act, this Ordinance and the Resolutions.

17 The proceeds of the Bonds shall be advanced as
18 provided in the Agreements, and, in order to insure that such
19 proceeds will be used for the purposes set forth in the Act,
20 the County shall deposit such proceeds with the trustees under
21 ~~the-Trust-Agreement~~ THE INDENTURE OF TRUST, and as provided
22 in the Agreements, who will hold, invest and disburse such
23 proceeds as herein and in ~~the-Agreements-provided~~ THE INDENTURE
24 OF TRUST PROVIDED.

25 Section 6. BE IT FURTHER ENACTED BY THE COUNTY
26 COUNCIL OF HARFORD COUNTY, MARYLAND, that the County covenants
27 that it will promptly pay the principal of and interest on the
28 Bonds, and premium, if any, at the place, on the dates and in
29 the manner provided in this Ordinance and in the Bonds according
30 to their true intent and meaning; provided that Bonds, together
31 with the interest thereon, shall be the limited obligation of
32 the County payable solely from the monies derived from the

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1 Loan Agreement and the general ~~reviews~~ REVENUES and receipts
2 of The May Department Stores Company and shall be a valid claim
3 of the holder thereof only against such monies, which monies
4 shall be used for no other purpose than to pay the principal
5 of and interest on the Bonds and expenses authorized by the
6 Act (except as may be otherwise expressly authorized in this
7 Ordinance). Neither the Bonds nor the interest payable thereon
8 shall ever constitute an indebtedness or a charge against the
9 general credit or taxing powers of the County within the meaning
10 of any constitutional or charter provision or statutory
11 limitation and neither shall ever constitute or give rise to
12 any pecuniary liability of the County.

13 Section 7. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL
14 OF HARFORD COUNTY, MARYLAND, that payment of the Bonds and the
15 interest thereon shall be made to the registered owner thereof
16 ~~by-----as-agent~~ BY THE TRUSTEE UNDER THE INDENTURE DEED
17 OF TRUST AS TRUSTEE for the holder of the Bonds. All payments
18 of principal, interest and other charges required by this
19 Ordinance or the Bonds shall be made to any trustees under
20 the ~~Trust-Agreement~~ INDENTURE OF TRUST at the office of
21 THE BANK OR TRUST COMPANY EXECUTING THE INDENTURE OF TRUST,
22 in lawful money of the United States of America, EITHER in
23 immediately available funds, OR BY A CHECK DRAWN ON A BANK
24 WHICH IS A MEMBER OF THE NEW YORK CLEARING HOUSE ASSOCIATION
25 AND DELIVERED AT LEAST ONE DAY PRIOR TO THE INTEREST PAYMENT
26 DATE FOR THE BONDS. Interest on the Bonds shall be calculated
27 on the basis of a 360-day year factor to be applied to actual
28 days elapsed. If any principal and/or interest payment on the
29 Bonds falls due on a Saturday, Sunday or public holiday at the
30 place of payment thereof, then such date shall be extended to
31 the next succeeding full banking day at such place.

32 When the principal of and interest on the Bonds shall

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1 have been fully paid, the Bonds shall forthwith be surrendered
2 to the Bond Registrar for cancellation.

3 Section 8. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL
4 OF HARFORD COUNTY, MARYLAND, that the Bonds shall be registered
5 as to both principal and interest. THE TRUSTEE UNDER THE
6 INDENTURE OF TRUST shall serve as Bond Registrar, and it shall
7 keep at its principal office, for so long as the Bonds remain
8 outstanding, books for the registration and transfer of the
9 Bonds.

10 The Bonds IN REGISTERED FORM shall be transferable
11 only upon the books maintained by the Bond Registrar by the
12 ~~registered-owner-thereof-in-person~~ PERSON IN WHOSE NAME SUCH
13 BONDS ARE REGISTERED or by his attorney duly authorized in
14 writing, upon surrender thereof together with a written
15 instrument of transfer satisfactory to the Bond Registrar duly
16 executed by ~~the-registered-owner~~ SUCH PERSON or his duly
17 authorized attorney.

18 The County, the ~~trustees~~ TRUSTEE under the ~~Deed~~
19 INDENTURE of Trust and the Bond Registrar may deem and treat
20 the person in whose name ~~the~~ ANY Bonds shall be registered
21 as the absolute owner of ~~the~~ SUCH Bonds, whether ~~the~~ SUCH
22 Bonds shall be overdue or not, for the purpose of receiving
23 payment of, or on account of, the principal of and interest
24 on ~~the~~ SUCH Bonds and for all other purposes, and all such
25 payments so made to such ~~registered-owner~~ PERSON or upon his
26 order shall be valid and effectual to satisfy and discharge
27 the liability upon ~~the~~ SUCH Bonds to the extent of the sum or
28 sums so paid, and neither the County, THE TRUSTEE UNDER THE
29 INDENTURE OF TRUST nor the Bond Registrar shall be affected
30 by any notice to the contrary.

31 The Bonds shall be in the denomination of Five
32 Thousand Dollars (\$5,000) each or in such other denomination

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AS AMENDED

as may be approved-in-the-Resolutions PROVIDED IN THE INDENTURE
OF TRUST.

Section 9. BE IT FURTHER ENACTED BY THE COUNTY COUNCIL
OF HARFORD COUNTY, MARYLAND, that the County intends to assist
in the financing of the Industrial Building for the Owner in
amount not to exceed Four Million, Five Hundred Thousand
Dollars (\$4,500,000) as described generally in the Letter of
Intent, by authorizing the issuance and sale of the Bonds
pursuant to the Act, and by using the proceeds thereof for the
purposes described in this Ordinance and in the agreements
for financing of the acquisition of an Industrial Building,
including the Loan Agreement and other documents as may be
approved by Resolutions adopted by the Harford County Council,
the Bond to be secured solely as hereinabove provided in this
Ordinance. This Ordinance is adopted as a material inducement
to the Owner to acquire and construct the Industrial Building
in Harford County, Maryland.

Section 10. BE IT FURTHER ENACTED BY THE COUNTY
COUNCIL OF HARFORD COUNTY, MARYLAND, that the execution and
delivery of the Bonds, ~~the-agreements~~ THE INDENTURE OF TRUST,
THE LOAN AGREEMENT, and all other documents necessary to
evidence and secure the Bonds and the Agreements are hereby
authorized. The Bonds and other Agreements shall be executed
on behalf of the County by the County Executive of the County
by his signature, and the corporate seal of the County shall
be impressed or otherwise reproduced thereon and attested by
the Director of Administration of the County by his manual
signature. In case any officer whose signature shall appear
on the Bonds or any of the aforesaid documents shall cease to
be such officer before the delivery of the Bonds or any of the
other documents aforesaid, such signature shall nevertheless
be valid and sufficient for all purposes, the same as if such

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1 officer had remained in office until delivery. The County
2 Executive, the Director of Administration and other officials
3 of the County shall do all such acts and things and execute
4 such supporting documents and certificates as may be necessary
5 to carry out and comply with the provisions hereof, including,
6 but not limited to, the statement of election required by
7 Section 103(b)(6)(D) of the Federal Internal Revenue Code of
8 1954, as amended. Before the execution and delivery of the
9 Bonds by the County Executive to -----as-agent-for-the
10 holder THE PURCHASER of the Bonds, the County shall have
11 received a certificate signed by a representative of the
12 ~~purchasers~~ PURCHASER of the Bonds and satisfactory to counsel
13 for the County stating that the purchaser has not relied upon
14 the County or its agents for or received from the County or
15 its agents any information concerning the financial condition
16 or other information concerning The May Department Stores
17 Company.

18 Section 11. BE IT FURTHER ENACTED BY THE COUNTY
19 COUNCIL OF HARFORD COUNTY, MARYLAND, that the provisions of
20 this Ordinance are severable, and if any provision, sentence,
21 clause, section or part thereof is held illegal, invalid or
22 unconstitutional or inapplicable to any person or circumstances,
23 such illegality, invalidity or unconstitutionality, or inap-
24 plicability shall not affect or impair any of the remaining
25 provisions, sentences, clauses, sections, or parts of this
26 Ordinance or their application to other persons or circumstances.
27 It is hereby declared to be the legislative intent that this
28 Ordinance would have been passed if such illegal, invalid or
29 unconstitutional provisions, sentence, clause, section or part
30 had not been included herein, and if the person or circumstances
31 to which this Ordinance or any part hereof are inapplicable had
32 been specifically exempted herefrom.

81-33
AS AMENDED

BILL NO.

1 Section 12. BE IT FURTHER ENACTED BY THE COUNTY

2 COUNCIL OF HARFORD COUNTY, MARYLAND, that the County Council
3 of Harford County, Maryland, by resolution ~~may-change~~ SHALL
4 DETERMINE the amount of Bonds to be sold but not in excess of
5 Four Million, Five Hundred Thousand Dollars (\$4,500,000),
6 provide or amend the maturity schedule of the Bonds, the interest
7 payable on the Bonds, the date of the Bonds, the dates of
8 payment of interest and principal on the Bonds, provide for
9 prepayment provisions with respect to payment of the Bonds
10 prior to their maturity and provide for the execution of any
11 and all agreements necessary or appropriate to accomplish the
12 issuance and sale of the Bonds, in the manner herein described
13 or in any other manner consistent with Section 266(A) to
14 266(i), inclusive, of Article 41 of the Annotated Code of
15 Maryland (1971 Replacement Volume, 1980 Cumulative Supplement),
16 so long as the County has no pecuniary liability with respect
17 to the payment of principal and interest on the Bonds.

18 Section 13. BE IT FURTHER ENACTED BY THE COUNTY

19 COUNCIL OF HARFORD COUNTY, MARYLAND, that all expenses of the
20 County, including the expenses of private attorneys employed
21 by the County in connection with the issuance and sale of the
22 Bonds shall be paid by The May Department Stores Company.

23 Section 14. BE IT FURTHER ENACTED BY THE COUNTY

24 COUNCIL OF HARFORD COUNTY, MARYLAND, that the Industrial
25 Building and the sale of the Bonds therefor shall not constitute
26 a capital project within the meaning of the Harford County
27 Charter or Code.

28 Section 15. BE IT FURTHER ENACTED BY THE COUNTY

29 COUNCIL OF HARFORD COUNTY, MARYLAND, that the Owner, shall pay
30 or make arrangements for the payment of any taxes, assessments
31 or charges which may be lawfully levied, assessed or charged
32 against the Industrial Building and the land underlying the

1 Industrial Building, or, in the event such charge may not be
2 made due to ownership of legal title by the County, the Owner,
3 agrees to make payments to or make arrangements for the payment
4 to the County of amounts equal to taxes which the County would
5 otherwise have the right to assess.

6 Section 16. BE IT FURTHER ENACTED BY THE COUNTY
7 COUNCIL OF HARFORD COUNTY, MARYLAND, that an appropriate
8 indemnity, defense and hold harmless agreement shall be executed
9 by the Owner, in form and substance satisfactory to counsel
10 for the County, as provided in the Letter of Intent prior to
11 the issuance of the Bonds.

12 Section 17. BE IT FURTHER ENACTED BY THE COUNTY
13 COUNCIL OF HARFORD COUNTY, MARYLAND, that the Bonds, when
14 issued, shall be executed in the name of Harford County,
15 Maryland, by the facsimile or manual signature of the County
16 Executive of Harford County, Maryland, and a facsimile of the
17 corporate seal of the County shall be imprinted on each of
18 the Bonds attested by the manual signature of the Director of
19 Administration of Harford County. The facsimiles of said
20 signature and said seal shall be engraved, printed or litho-
21 graphed on each of the Bonds in accordance with, and pursuant
22 to the authority of Section 13-18, inclusive, of Article 31
23 of the Annotated Code of Maryland (1976 Replacement Volume,
24 1980 Supplement).

25 Section 18. BE IT FURTHER ENACTED BY THE COUNTY
26 COUNCIL OF HARFORD COUNTY, MARYLAND, that this Ordinance has
27 no financial impact on Harford County, Maryland, and, therefore,
28 there is no requirement for a fiscal impact note.

29 Section 19. BE IT FURTHER ENACTED BY THE COUNTY
30 COUNCIL OF HARFORD COUNTY, MARULAND, that this Ordinance is
31 declared to be an emergency measure affecting the public health
32 or welfare as found and determined in Section 1 of this

Ordinance, and shall take effect on the date it becomes law.

EFFECTIVE: May 28, 1981

BOOK 6 PAGE 626

BY THE COUNCIL

Read the third time, BILL NO. 81-33 (as amended)

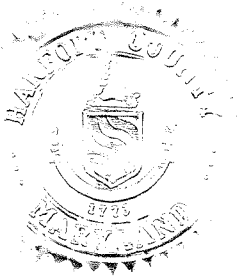
Passed LSD 81-16 (May 26, 1981) (with amendments)

~~XXXXXXXXXXXX~~

By order

Angela Markowski, Secretary

Sealed with the County Seal and presented to the County Executive
for his approval this 27th day of May, 1981
at 3:00 o'clock P.M.



Angela Markowski, Secretary

BY THE EXECUTIVE

APPROVED:

Thomas J. Garrage
County Executive

Date 5/28/81

BY THE COUNCIL

This Bill (No. 81-33 (as amended), having been approved
by the Executive and returned to the Council, becomes law on
May 28, 1981.

Angela Markowski, Secretary

Rec'd & Recorded 11-10 19 81 at 1:00 P.M.
Lib. 6 Folio 540 & examined per
H. Douglas Chilcoat, Clerk, Harford Co.

EFFECTIVE DATE: May 28, 1981